

WILLKIE FARR & GALLAGHER

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Three Lafayette Centre
1155 21st Street, NW
Washington, DC 20036-3384

202 328 8000

Fax: 202 887 8979

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

December 1, 1999

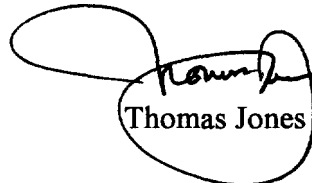
Ms. Magalie Roman Salas
Office of the Secretary
Federal Communications Commission
The Portals
445 Twelfth Street, S.W.
Washington, D.C. 20554

Re: Applications for Consent to the Transfer of Control of Licenses and Section 214
authorizations from U S WEST, Inc., Transferor, To Qwest Communications
International Inc., Transferee, CC Docket No. 99-272
Acknowledgments of Confidentiality

Dear Ms. Salas:

On behalf of McLeodUSA Telecommunications Services, Inc. I am hereby filing in the above-referenced proceeding the attached document request as well as our executed Acknowledgments of Confidentiality. Please call me at the above-referenced telephone number if you have any questions.

Sincerely,


Thomas Jones

Enclosures

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012

Washington, DC
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WILLKIE FARR & GALLAGHER

Three Lafayette Centre
1155 21st Street, NW
Washington, DC 20036-3384

202 328 8000
Fax: 202 887 8979

December 1, 1999

Linda L. Oliver
Hogan & Hartson, L.L.P.
555 13th Street, NW
Washington, DC 20004

Re: Applications for Consent to the Transfer of Control of
Licenses and Section 214 authorizations from U S WEST,
Inc., Transferor, To Qwest Communications International
Inc., Transferee, CC Docket No. 99-272
Acknowledgments of Confidentiality

Dear Ms. Oliver:

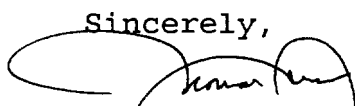
Pursuant to the Commission's Protective Order of November 17, 1999 (DA 99-2546) in the above-referenced proceeding, Philip L. Verveer, Theodore C. Whitehouse, Angie W. Kronenberg, Anna Sucin and I of Willkie Farr and Gallagher as well as Bridger Mitchell, Valter Sorana, Padmanabhan Srinagesh, and Laura Meadors of Charles River & Associates seek access, subject to the 5 day waiting period in the Order, to all documents that Qwest and U S WEST have filed or will file in CC Docket No. 99-272. Willkie Farr & Gallagher is outside counsel to McLeodUSA Telecommunications Services, Inc. ("McLeodUSA") while Charles River & Associates are economic consultants to McLeodUSA. Attached please find our executed Acknowledgments of Confidentiality. To the extent the documents in question are not stamped "Copying Prohibited," I hereby request that a complete set of the documents be sent to me.

Washington, DC
New York
Paris
London

Linda L. Oliver
December 1, 1999
Page 2

Should you have any questions, please contact me at the
above number.

Sincerely,

A handwritten signature in black ink, appearing to read "Thomas Jones", is written over a circular stamp or seal.

Thomas Jones
Counsel to McLeodUSA
Telecommunications Services, Inc.

cc: Magalie Roman Salas (by hand delivery)
William T. Lake (by hand delivery)

Attachments

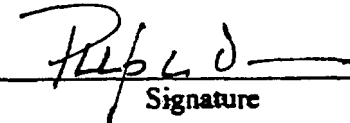
Appendix A

ACKNOWLEDGEMENT OF CONFIDENTIALITY

I hereby acknowledge that I have received and read a copy of the foregoing Protective Order in the above-captioned proceeding and I understand it. I agree that I am bound by this Order and that I shall not disclose or use documents or information designated as "CONFIDENTIAL INFORMATION" or any information gained therefrom except as allowed by the Order. I acknowledge that a violation of the Protective Order is a violation of an order of the Federal Communications Commission.

Without limiting the foregoing, to the extent that I have any employment, affiliation or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or public interest organization), I acknowledge specifically that my access to any information obtained as a result of the order is due solely to my capacity as counsel or consultant to a party or other person described in paragraph 3 of the foregoing Protective Order and that I will not use such information in any other capacity nor will I disclose such information except as specifically provided in the order.

Executed at WASHINGTON, DC this 30th day of November, 1999.


Signature

Title

Appendix A

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Executed at Washington, DC this 30th day of November, 1999.


Signature

Counsel for McLeodUSA
Title
Partner, William F. Faulstich & Associates


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Executed at Washington, D.C. this 1st day of December, 1999.



Signature

Associate - Willie Fair & Gallagher

Title

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Executed at Washington DC this 30th day of November, 1999.

Angie Kromberg
Signature

Associate
Title

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Executed at Washington, D.C. this 30th day of November, 1999.



Signature

Communications Specialist

Title

Federal Communications CommissionDA 99-2546

Appendix A

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Executed at Palo Alto CA this 30 day of November, 1999.



Signature

Vice President

Title

Charles River Associates

Federal Communications Commission

DA 99-2546

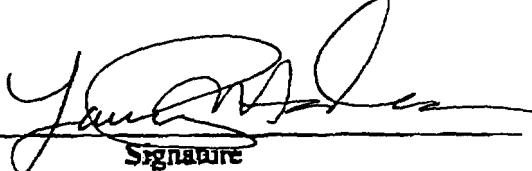
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Executed at PALO ALTO CA 4:00 pm this 30th day of November, 1999.


Signature

Research Analyst
Title

Federal Communications Commission

DA 99-2546

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Executed at Palo Alto, CA this 30th day of November, 1999.

P. Srivastava
Signature

PRINCIPAL
Title

Federal Communications CommissionDA 99-2546


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Executed at Palo Alto, CA this 30th day of N, 1999.



Signature

SENIOR ASSOCIATE, CRA Inc.

Title